

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC.,¹

Reorganized Debtor.

)

) Chapter 11

)

) Case No. 24-12480 (LSS)

)

)

) **Re: Docket Nos. 1596**

)

)

**CERTIFICATION OF COUNSEL REGARDING STIPULATION
GRANTING RANDALL PARHAM LIMITED RELIEF
FROM THE PLAN INJUNCTION**

The undersigned hereby certifies as follows:

On November 3, 2024, the above-captioned reorganized debtor (the “Reorganized Debtor”) and its affiliated reorganized debtors collectively, the “Reorganized Debtors”² filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 in the United States Bankruptcy Court for the District of Delaware (the “Court”) commencing the above-captioned cases.³

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The terms “Reorganized Debtors” or “Debtors” (as defined below), as applicable, also include certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² References herein to the “Debtors” refer to the Reorganized Debtors prior to the Effective Date of the Plan (as defined below).

³ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (the “Plan”).

On June 2, 2025, the Court entered a Confirmation Order [Docket No. 1596], confirming the Plan as to all Debtors (the “OpCo Debtors”) other than Freedom VCM Holdings, LLC (“TopCo”). The Plan, among other things, established a Litigation Trust and appointed Lawrence R. Hirsh as the Litigation Trustee (the “Litigation Trustee”) to administer the Litigation Trust Assets, including reconciling certain unsecured claims. *See* Plan § 7.10. The Effective Date of the Plan with respect to the OpCo Debtors occurred on June 6, 2025, and the OpCo Debtors emerged from chapter 11 [Docket No. 1605].

On July 1, 2025, the Court entered a Confirmation Order [Docket No. 1682], confirming the Plan with respect to TopCo. The Effective Date of the Plan with respect to TopCo occurred on July 3, 2025, and TopCo emerged from chapter 11 [Docket No. 1689].

Following the Effective Dates, the Litigation Trustee and Randall Parham, a plaintiff in a lawsuit pending against certain of the Reorganized Debtors, agreed to certain limited relief to permit Mr. Parham to pursue certain claims and causes of action solely against certain available insurance, if any, and waiving, among other things, any and all claims against the Litigation Trust and the Debtors’ and the Reorganized Debtors’ estates. The Litigation Trustee and Mr. Parham have documented the terms of their agreement in that certain *Stipulation Granting Randall Parham Limited Relief from the Plan Injunction* (the “Stipulation”), which is attached as Exhibit 1 to the proposed form of order attached hereto as **Exhibit A** (the “Proposed Order”). The Stipulation, by its terms, is effective only upon entry of the Proposed Order.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, as the Litigation Trustee and Mr. Parham consent to entry of the Proposed Order, and counsel for the Reorganized Debtors has indicated no objection to entry of the Proposed Order, the Litigation Trustee respectfully requests entry of the Proposed Order at the Court's earliest convenience without further notice or a hearing.

Dated: December 24, 2025
Wilmington, Delaware

/s/ Mark W. Eckard
RAINES FELDMAN LITTRELL LLP
Thomas J. Francella, Jr. (No. 3835)
Mark W. Eckard (No. 4542)
824 North King Street, Suite 805
Wilmington, DE 19801
(302) 772-5803
tfrancella@raineslaw.com
meckard@raineslaw.com

- and -

Hamid R. Rafatjoo (*pro hac vice*)
4675 MacArthur Court, Suite 1550
Newport Beach, CA 92660
Telephone: (310) 440-4100
Email: hrafatjoo@raineslaw.com

- and -

David S. Forsh (*pro hac vice*)
1350 Avenue of the Americas, 22nd Floor
New York, NY 10019
Telephone: (917) 790-7100
Email: dforsh@raineslaw.com

Counsel to the Litigation Trustee